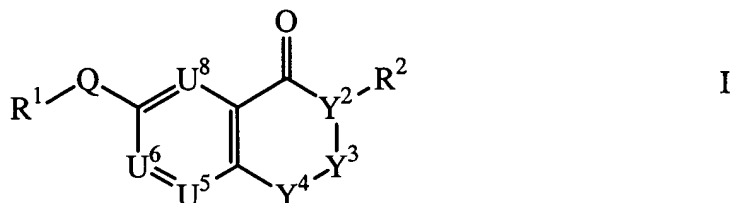


AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (currently amended) A compound of Formula I



or a pharmaceutically acceptable salt thereof,

wherein:

R¹ is independently selected from:

- C₅ or C₆ cycloalkyl-(C₁-C₈ alkylenyl);
- Substituted C₅ or C₆ cycloalkyl-(C₁-C₈ alkylenyl);
- C₈-C₁₀ bicycloalkyl-(C₁-C₈ alkylenyl);
- Substituted C₈-C₁₀ bicycloalkyl-(C₁-C₈ alkylenyl);
- 5- or 6-membered heterocycloalkyl-(C₁-C₈ alkylenyl);
- Substituted 5- or 6-membered heterocycloalkyl-(C₁-C₈ alkylenyl);
- 8- to 10-membered heterobicycloalkyl-(C₁-C₈ alkylenyl);
- Substituted 8- to 10-membered heterobicycloalkyl-(C₁-C₈ alkylenyl);
- Phenyl-(C₁-C₈ alkylenyl);
- Substituted phenyl-(C₁-C₈ alkylenyl);
- Naphthyl-(C₁-C₈ alkylenyl);
- Substituted naphthyl-(C₁-C₈ alkylenyl);
- 5- or 6-membered heteroaryl-(C₁-C₈ alkylenyl);
- Substituted 5- or 6-membered heteroaryl-(C₁-C₈ alkylenyl);
- 8- to 10-membered heterobiaryl-(C₁-C₈ alkylenyl);

Substituted 8- to 10-membered heterobiaryl-(C₁-C₈ alkylenyl);

Phenyl;

Substituted phenyl;

Naphthyl;

Substituted naphthyl;

5- or 6-membered heteroaryl;

Substituted 5- or 6-membered heteroaryl;

8- to 10-membered heterobiaryl; and

Substituted 8- to 10-membered heterobiaryl;

R² is independently selected from:

H;

C₁-C₆ alkyl;

Phenyl-(C₁-C₈ alkylenyl);

Substituted phenyl-(C₁-C₈ alkylenyl);

Naphthyl-(C₁-C₈ alkylenyl);

Substituted naphthyl-(C₁-C₈ alkylenyl);

5- or 6-membered heteroaryl-(C₁-C₈ alkylenyl);

Substituted 5- or 6-membered heteroaryl-(C₁-C₈ alkylenyl);

8- to 10-membered heterobiaryl-(C₁-C₈ alkylenyl);

Substituted 8- to 10-membered heterobiaryl-(C₁-C₈ alkylenyl);

Phenyl-O-(C₁-C₈ alkylenyl);

Substituted phenyl-O-(C₁-C₈ alkylenyl);

Phenyl-S-(C₁-C₈ alkylenyl);

Substituted phenyl-S-(C₁-C₈ alkylenyl);

Phenyl-S(O)-(C₁-C₈ alkylenyl);

Substituted phenyl-S(O)-(C₁-C₈ alkylenyl);

Phenyl-S(O)₂-(C₁-C₈ alkylenyl); and

Substituted phenyl-S(O)₂-(C₁-C₈ alkylenyl);

Each substituted R¹ and R² group contains from 1 to 4 substituents, each independently on a carbon or nitrogen atom, independently selected from:

C₁-C₆ alkyl;

CN;

CF₃;

HO;

(C₁-C₆ alkyl)-O;

(C₁-C₆ alkyl)-S(O)₂;

H₂N;

(C₁-C₆ alkyl)-N(H);

(C₁-C₆ alkyl)₂-N;

(C₁-C₆ alkyl)-C(O)O-(C₁-C₈ alkylene)_m;

(C₁-C₆ alkyl)-C(O)O-(1- to 8-membered heteroalkylene)_m;

(C₁-C₆ alkyl)-C(O)N(H)-(C₁-C₈ alkylene)_m;

(C₁-C₆ alkyl)-C(O)N(H)-(1- to 8-membered heteroalkylene)_m;

H₂NS(O)₂-(C₁-C₈ alkylene);

(C₁-C₆ alkyl)-N(H)S(O)₂-(C₁-C₈ alkylene)_m;

(C₁-C₆ alkyl)₂-NS(O)₂-(C₁-C₈ alkylene)_m;

3- to 6-membered heterocycloalkyl-(G)_m;

~~Substituted 3- to 6-membered heterocycloalkyl-(G)_m;~~

5- or 6-membered heteroaryl-(G)_m;

~~Substituted 5- or 6-membered heteroaryl-(G)_m;~~

(C₁-C₆ alkyl)-S(O)₂-N(H)-C(O)-(C₁-C₈ alkylene)_m; and

(C₁-C₆ alkyl)-C(O)-N(H)-S(O)₂-(C₁-C₈ alkylene)_m;

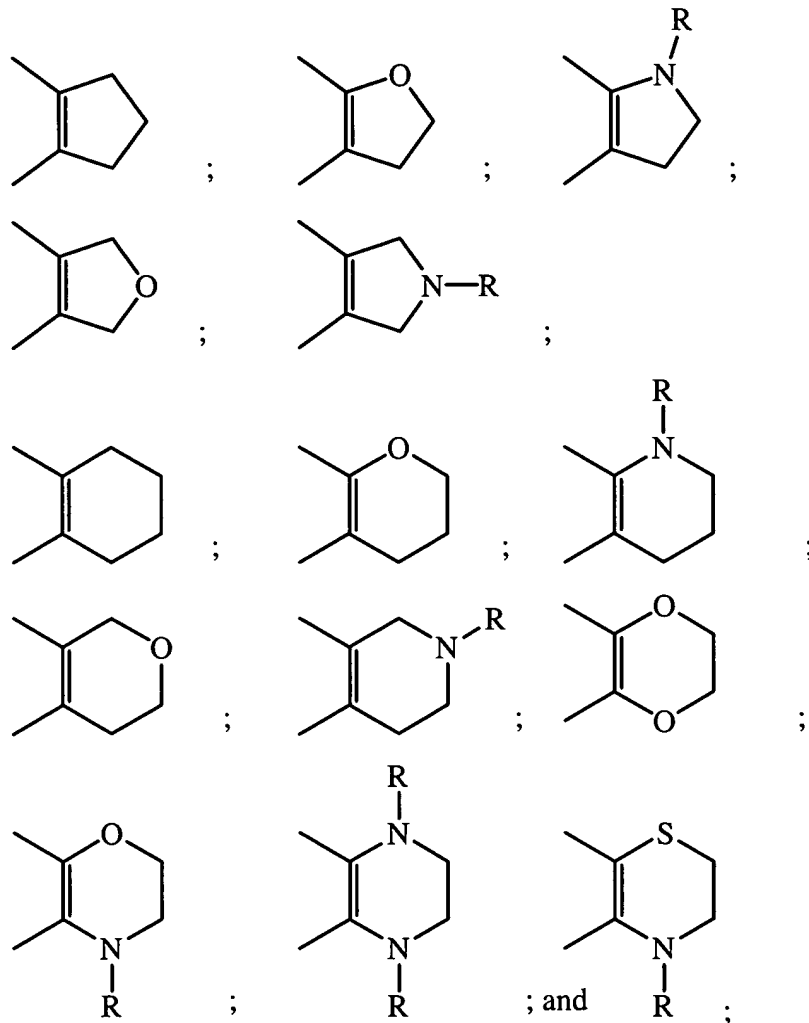
wherein each substituent on a carbon atom may further be independently selected from:

Halo; and

HO₂C;

wherein 2 substituents may be taken together with a carbon atom to which they are both bonded to form the group C(=O);

wherein two adjacent, substantially sp^2 carbon atoms may be taken together with a diradical substituent to form a cyclic diradical selected from:



R is H or C_1 - C_6 alkyl;

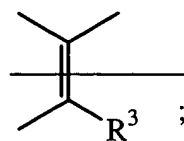
G is CH_2 ; O, S, S(O); or S(O)₂;

m is an integer of 0 or 1;

Y^2 is N;

Y^3 is CH_2 ; or

~~Y^2 and Y^3 are taken together to form the diradical group:~~



Y^4 is O or N- R^5 , wherein R^5 is H or C₁-C₆-alkyl;

U^5 , U^6 , and U^8 are each C(H); or

1 of U^5 , U^6 , and U^8 is C- R^4 or N and the other 2 of U^5 , U^6 , and U^8 are each C(H);

R^3 and R^4 are independently selected from the groups:

H;

F;

Cl;

CH₃;

CH₃O;

CH=CH₂;

HO;

CF₃; and

CN;

Q is selected from:

OC(O);

CH(R^6)C(O);

OC(N R^6);

CH(R^6)C(N R^6);

N(R^6)C(O);

N(R^6)C(S);

N(R^6)C(N R^6);

N(R^6)CH₂;

SC(O);

CH(R^6)C(S);

SC(N R^6);

trans-(H)C=C(H);

cis-(H)C=C(H);

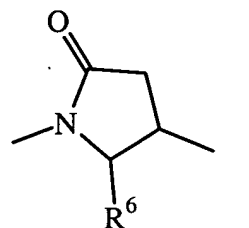
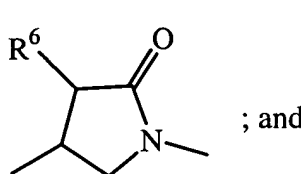
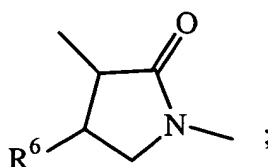
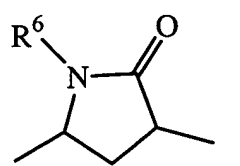
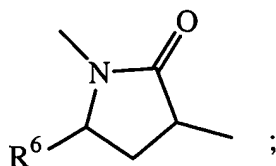
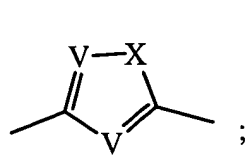
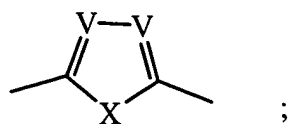
C≡C;

CH₂C≡C;

C≡CCH₂;

CF₂C≡C; and

C≡CCF₂;



Each R⁶ independently is H, C₁-C₆ alkyl, C₃-C₆ cycloalkyl; 3- to 6-membered

heterocycloalkyl; phenyl; benzyl; or 5- or 6-membered heteroaryl;

X is O, S, N(H), or N(C₁-C₆ alkyl);

Each V is independently C(H) or N;

wherein each C₈-C₁₀ bicycloalkyl is a bicyclic carbocyclic ring that contains 8-, 9-, or

10-member carbon atoms which are 5,5-fused, 6,5-fused, or 6,6-fused bicyclic

rings, respectively, and wherein the ring is saturated or optionally contains one carbon-carbon double bond;

wherein each 8- to 10-membered heterobicycloalkyl is a bicyclic ring that contains

carbon atoms and from 1 to 4 heteroatoms independently selected from 2 O, 1 S,

1 S(O), 1 S(O)₂, 1 N, 4 N(H), and 4 N(C₁-C₆ alkyl), and wherein when two O

atoms or one O atom and one S atom are present, the two O atoms or one O atom

and one S atom are not bonded to each other, and wherein the ring is saturated or

optionally contains one carbon-carbon or carbon-nitrogen double bond, and

wherein the heterobicycloalkyl is a 5,5-fused, 6,5-fused, or 6,6-fused bicyclic ring, respectively,

wherein each heterocycloalkyl is a ring that contains carbon atoms and from 1 to 4 heteroatoms independently selected from 2 O, 1 S, 1 S(O), 1 S(O)₂, 1 N, 4 N(H), and 4 N(C₁-C₆ alkyl), and wherein when two O atoms or one O atom and one S atom are present, the two O atoms or one O atom and one S atom are not bonded to each other, and wherein the ring is saturated or optionally contains one carbon-carbon or carbon-nitrogen double bond;

wherein each 5-membered heteroaryl contains carbon atoms and from 1 to 4 heteroatoms independently selected from 1 O, 1 S, 1 N(H), 1 N(C₁-C₆ alkyl), and 4 N, and each 6-membered heteroaryl contains carbon atoms and 1 or 2 heteroatoms independently selected from N, N(H), and N(C₁-C₆ alkyl), and 5- and 6-membered heteroaryl are monocyclic rings;

wherein each heterobiaryl contains carbon atoms and from 1 to 4 heteroatoms independently selected from 1 O, 1 S, 1 N(H), 1 N(C₁-C₆ alkyl), and 4 N, and where the 8-, 9-, and 10-membered heterobiaryl are 5,5-fused, 6,5-fused, and 6,6-fused bicyclic rings, respectively, and wherein at least 1 of the 2 fused rings of a bicyclic ring is aromatic, and wherein when the O and S atoms both are present, the O and S atoms are not bonded to each other;

wherein with any (C₁-C₆ alkyl)₂-N group, the C₁-C₆ alkyl groups may be optionally taken together with the nitrogen atom to which they are attached to form a 5- or 6-membered heterocycloalkyl; and

wherein each group and each substituent recited above is independently selected.

2. (original) The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein U⁵, U⁶, and U⁸ are each C(H).

3. (original) The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein one of U⁵, U⁶, and U⁸ is C-R⁴ and the other two of U⁵, U⁶, and U⁸ are each C(H).

4. (cancelled)

5. (original) The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein Q is $N(R^6)C(O)$.

6. (original) The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein Q is $C\equiv C$

7. (currently amended) The compound according to any one of Claims ~~1 to 6~~ 1, 2, 3, 5, and 6 or a pharmaceutically acceptable salt thereof, wherein R^1 is independently selected from:

Phenyl-(C_1 - C_8 alkylenyl);

Substituted phenyl-(C_1 - C_8 alkylenyl);

5- or 6-membered heteroaryl-(C_1 - C_8 alkylenyl);

Substituted 5- or 6-membered heteroaryl-(C_1 - C_8 alkylenyl);

8- to 10-membered heterobiaryl-(C_1 - C_8 alkylenyl); and

Substituted 8- to 10-membered heterobiaryl-(C_1 - C_8 alkylenyl); and

R^2 is independently selected from:

Phenyl-(C_1 - C_8 alkylenyl)_m;

Substituted phenyl-(C_1 - C_8 alkylenyl)_m;

5- or 6-membered heteroaryl-(C_1 - C_8 alkylenyl)_m;

Substituted 5- or 6-membered heteroaryl-(C_1 - C_8 alkylenyl)_m;

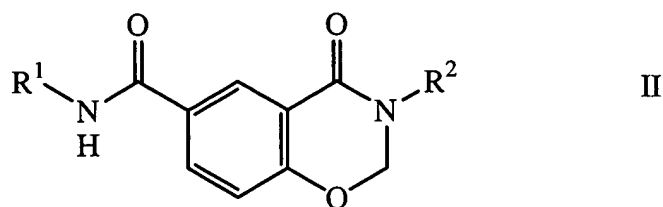
8- to 10-membered heterobiaryl-(C_1 - C_8 alkylenyl)_m; and

Substituted 8- to 10-membered heterobiaryl-(C_1 - C_8 alkylenyl)_m;

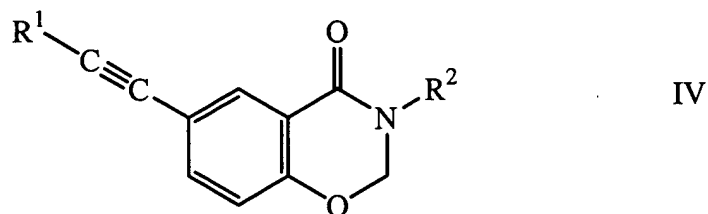
wherein m is an integer of 0 or 1; and

wherein each group and each substituent is independently selected.

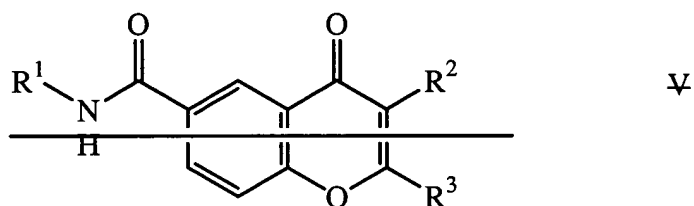
8. (currently amended) The compound of Claim 1 of Formula ~~II, IV, V, or VII~~ II or IV



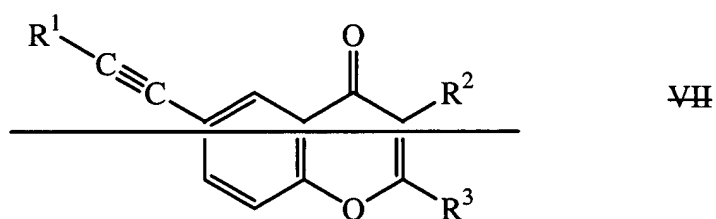
or [[,]]



[[,]]



[[, or]]



9. (original) The compound according to Claim 8 of Formula II selected from:

4-(6-Benzylcarbamoyl-4-oxo-4H-benzo[e][1,3]oxazin-3-ylmethyl)-benzoic acid;

4-[6-(4-Fluoro-benzyl)-carbamoyl-4-oxo-4H-benzo[e][1,3]oxazin-3-ylmethyl]-benzoic acid;

3-(4-Fluoro-benzyl)-4-oxo-3,4-dihydro-2H-benzo[e][1,3]oxazine-6-carboxylic acid benzylamide; and

3-(4-Fluoro-benzyl)-4-oxo-3,4-dihydro-2H-benzo[e][1,3]oxazine-6-carboxylic acid 4-methoxy-benzylamide; or

a pharmaceutically acceptable salt thereof.

10. (original) The compound according to Claim 8 of Formula IV selected from:
- 4-[4-Oxo-6-(3-phenyl-prop-1-ynyl)-4H-benzo[e][1,3]oxazin-3-ylmethyl]-benzoic acid;
 - 4-{6-[3-(4-Fluoro-phenyl)-prop-1-ynyl]-4-oxo-4H-benzo[e][1,3]oxazin-3-ylmethyl}-benzoic acid;
 - 3-(4-Fluoro-benzyl)-6-(3-phenyl-prop-1-ynyl)-2,3-dihydro-benzo[e][1,3]oxazin-4-one; and
 - 6-[3-(4-Fluoro-phenyl)-prop-1-ynyl]-3-(4-methoxy-benzyl)-2,3-dihydro-benzo[e][1,3]oxazin-4-one; or
 - a pharmaceutically acceptable salt thereof.
11. (cancelled)
12. (cancelled)
13. (original) A pharmaceutical composition, comprising a compound according to Claim 1, or a pharmaceutically acceptable salt thereof, admixed with a pharmaceutically acceptable carrier, excipient, or diluent.
14. (currently amended) The pharmaceutical composition according to Claim ~~12~~ 13, comprising a compound according to Claim ~~9, 10, 11, or 12~~ 9 or 10, or a pharmaceutically acceptable salt thereof, admixed with a pharmaceutically acceptable carrier, excipient, or diluent.
15. (cancelled).
16. (currently amended) ~~The~~ A method of treating arthritis according to Claim 15, comprising administering to a patient suffering from an arthritis a nontoxic antiarthritic effective amount of a compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein the arthritis is osteoarthritis or rheumatoid arthritis.

17. (currently amended) The method according to Claim 16, wherein the compound administered is a compound according to Claim ~~9, 10, 11, or 12~~ 9 or 10, or a pharmaceutically acceptable salt thereof.

18. (new) The method according to Claim 16, wherein the arthritis is osteoarthritis.

19. (new) The method according to Claim 16, wherein the arthritis is rheumatoid arthritis.